

AUG 12 '10 -7 00 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 301  
WASHINGTON, D.C.  
20036

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

August 10, 2010

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Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release of Security Interests and Liens (El-Mo III Trust C), dated as of August 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of the Indenture, as supplemented, previously filed with the Board under Recordation Numbers 23119-A and 23119-C.

The name and address of the party to the enclosed document are:

Indenture Trustee: Wells Fargo Bank Northwest, National  
Association (f/k/a First Security Bank  
National Association)  
299 South Main Street, 12th Floor  
Salt Lake Cit, UT 84111

[Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890]

Section Chief  
August 10, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

8 SD90MAC Diesel Electric Locomotives. UP 8535 - UP 8542.

A short summary of the document to appear in the index is:

Termination and Release of Security Interests and Liens (El-Mo III Trust  
C)

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

RECORDED.

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FILED

AUG 12 '10 -7 00 AM

**SURFACE TRANSPORTATION BOARD**

**TERMINATION AND RELEASE OF SECURITY INTERESTS AND LIENS  
(EL-MO III TRUST C)**

Wells Fargo Bank Northwest, National Association (formerly known as First Security Bank, National Association), as Indenture Trustee ("Indenture Trustee"), hereby releases all of its right, title and interest in and to the locomotives bearing reporting marks and road numbers identified on Exhibit A attached hereto and all leases relating thereto from all security interests granted by Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee ("Owner Trustee"), under that certain Trust Indenture and Security Agreement, dated September 27, 2000 and the supplements thereto (the "Indenture")

A Memorandum of the Indenture was duly filed and recorded with the Surface Transportation Board on September 26, 2000 at 5:31 p.m. under Recordation Number 23119-A. Supplements were thereafter filed under Recordation Number 23119-C.

Indenture Trustee executes this Termination and Release of Security Interests and Liens to evidence for the public record the satisfaction and release of all rights and obligations of the Owner Trustee under the Indenture and hereby authorizes the recording of this instrument with the Surface Transportation Board.

[Signature pages follow]

IN WITNESS WHEREOF, the Indenture Trustee has caused this  
Instrument to be duly executed as of the 11<sup>th</sup> day of August, 2010.

WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION (formerly known as  
First Security Bank, National Association)

By: Michael A. Arsenault

Name: Michael Arsenault  
Assistant Vice President

Title: \_\_\_\_\_

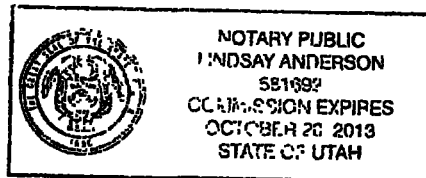
STATE OF Utah )  
COUNTY OF Salt Lake ) ss

On this        day of       , 2010, before me personally appeared Michael Arsenault, to me personally known, who being by me duly sworn, says that he/she is Asst. Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (formerly known as First Security Bank, National Association) that the foregoing instrument was signed on behalf of said national banking association, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the national banking association.

Lindsay Anderson  
NOTARY PUBLIC

My commission expires: 10/20/2013

SEAL



**Exhibit A**

**Units subject to Indenture Supplement No. C1**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers Prefix UP</b>
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	2	8535 8536

**Units subject to Indenture Supplement No. C2**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers Prefix UP</b>
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	6	8537 8538 8539 8540 8541 8542

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

8 / 12 / 10



Robert W. Alvord